

CHAPMAN AND CUTLER LLP

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February 23, 2007

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 26826 <sup>B</sup> FILED

FEB 23 '07 -8 2 1 AM

Re: BNSF Railway Company  
Leveraged Lease Financing  
BNSF 2007-B  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 1 (BNSF 2007-B), dated as of February 26, 2007, between BNSF Railway Company, as lessee (the "*Lessee*") and U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee of the BNSF 2007-B Statutory Trust, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2007-B), dated as of February 26, 2007, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	BNSF Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	U.S. Bank Trust National Association 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, Connecticut 06103 Attention: Corporate Trust Services

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 29 ES44AC Locomotives bearing the reporting marks within the series BNSF 6147 through BNSF 6175, inclusive, all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2007-B) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2007-B Statutory Trust, as Lessor and BNSF Railway Company, as Lessee.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

Enclosures

Law Offices of  
CHAPMAN AND CUTLER LLP

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
ES44AC Locomotives	29	BNSF 6147 through BNSF 6175, inclusive

MEMORANDUM OF LEASE SUPPLEMENT NO. 1 FEB 23 '07 -8 21 AM  
(BNSF 2007-B)

## SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of February 26, 2007, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2007-B Statutory Trust, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

## WITNESSETH:

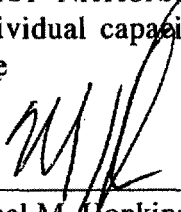
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2007-B), dated as of February 1, 2007 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2007-B), dated February 26, 2007, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By   
Name: Michael M. Hopkins  
Title: Vice President

Executed on this 21 day of February, 2007

BNSF RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of February, 2007.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By \_\_\_\_\_  
Name: Michael M. Hopkins  
Title: Vice President

Executed on this \_\_\_\_ day of February, 2007

BNSF RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 21<sup>st</sup> day of February, 2007.

STATE OF CONNECTICUT                    )  
  )   SS.:  
COUNTY OF HARTFORD                    )

On this, the 21 day of February, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is a Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on February 21, 2007 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally  
Name:  
Notary Public  
My Commission Expires:  
Residing in Connecticut  
SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

STATE OF TEXAS                         )  
  )   SS:  
COUNTY OF TARRANT                    )

On this \_\_\_\_ day of February, 2007, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on February \_\_\_, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public –  
My Commission Expires:  
Residing in

(SEAL)

STATE OF CONNECTICUT           )  
  ) SS.:  
COUNTY OF HARTFORD           )

On this, the \_\_\_\_ day of February, 2007, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that he is a Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on February \_\_\_, 2007 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

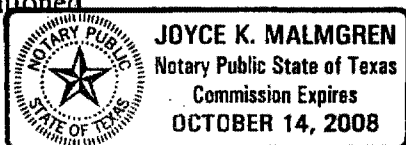
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS                )  
                                      ) SS:  
COUNTY OF TARRANT        )

On this 21<sup>st</sup> day of February, 2007, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed on February 21, 2007, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Joyce K. Malmgren  
Name:  
Notary Public –  
My Commission Expires:  
Residing in Tarrant County, Texas



**EXHIBIT A**

**UNITS**

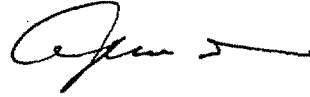
<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
ES44AC Locomotives	29	BNSF 6147 through BNSF 6175, inclusive

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

2/23/07



\_\_\_\_\_  
Robert W. Alvord